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17 UNITED STATES DISTRICT COURT
18 DISTRICT OF NEVADA

19
20 Cung Le, Nathan Quarry, Jon Fitch, Brandon
21 Vera, Luis Javier Vazquez, and Kyle
Kingsbury on behalf of themselves and all
others similarly situated,

22 Plaintiffs,

23 v.

24 Zuffa, LLC, d/b/a Ultimate Fighting
25 Championship and UFC,

26 Defendant.

Case No.: 2:15-cv-01045-RFB-(PAL)

**ZUFFA, LLC'S REPLY IN SUPPORT
OF ITS MOTION TO SEAL PORTIONS
OF PLAINTIFFS' MOTION TO
CHALLENGE ATTORNEY-CLIENT
PRIVILEGE (ECF NO. 320) AND
RELATED EXHIBITS**

1 Plaintiffs oppose the motion to seal filed by Defendant Zuffa, LLC (“Zuffa”) in an
 2 improper attempt to reargue the merits of their challenge to Zuffa’s designation of certain
 3 documents, or portions thereof, as protected by the attorney-client privilege. The Court should
 4 disregard Plaintiffs’ misplaced efforts and, for the reasons below and as stated in Zuffa’s initial
 5 motion to seal (ECF No. 324), find that good cause exists to seal the documents and the portions
 6 thereof that contain Zuffa’s confidential decision-making, business strategies, and information
 7 protected by the attorney-client privilege.

8 Plaintiffs’ opposition fails to provide any new or probative argument regarding why the
 9 Court should decline to grant Zuffa’s motion to seal. In fact, in the first paragraph of their
 10 opposition, Plaintiffs admit that they “take no position as to whether the Challenged Documents
 11 contain confidential information (as opposed to privileged information), and do not oppose
 12 sealing the documents solely on the basis that they have been designated Confidential by Zuffa . .
 13 . .” Pls.’ Opp’n to Zuffa, LLC’s Mot. to Seal Portions of Pls.’ Mot. to Challenge Attorney-Client
 14 Privilege And Related Exs. (ECF No. 327, “Pls.’ Opp’n to Mot. to Seal”). Plaintiffs’ opposition
 15 reargues the merits of their privilege challenge instead of addressing Zuffa’s Motion to Seal. *See*
 16 Pls.’ Opp’n to Mot. to Seal at 1-3. The parties have filed their briefs, and Zuffa has explained in
 17 its Opposition to Plaintiffs’ Privilege Challenge the bases for its privilege assertions. ECF No.
 18 328. Yet, regardless of whether the Court ultimately finds that the Challenged Documents are
 19 privileged – and Zuffa maintains that the documents are privileged¹ – good cause exists to seal the
 20 documents because of their confidential and highly-sensitive contents.

21 As fully explained in its initial motion to seal, Exhibits 1-12, 17, and 19 to the Rayhill
 22 Declaration contain confidential and highly sensitive information regarding strategies, draft
 23 contracts, contractual terms, and internal decision-making processes that satisfy the “good cause”
 24 standard and are thus properly filed under seal. *See* ECF No. 324 at 1-5. In addition, portions of

25 ¹ As explained below and in its Opposition to Plaintiffs’ Motion to Challenge Attorney-Client
 26 Privilege (ECF No. 320) (“Opposition to Plaintiffs’ Privilege Challenge”), Zuffa has withdrawn
 27 its attorney client-privilege assertion with respect to Exhibit 17 to the Declaration of Kevin E.
 28 Rayhill in Support of Plaintiffs’ Motion to Challenge Attorney-Client Privilege (ECF No. 322-18,
 the “Rayhill Declaration”).

1 Plaintiffs' privilege challenge motion reflecting confidential information contained in those
2 exhibits are also properly filed under seal.

3 As noted in its Opposition to Plaintiffs' Privilege Challenge, Zuffa has withdrawn its
4 attorney-client privilege claim over Exhibit 17 to the Rayhill Declaration. ECF No. 328 at 4.
5 However, as explained in its initial motion to seal, Zuffa contends that sealing Exhibit 17 is
6 appropriate as "good cause" exists to seal the confidential and highly sensitive information
7 contained therein.

8 In sum, two independent, sufficient grounds justify sealing Exhibits 1-12 and 19 to the
9 Rayhill Declaration: (1) attorney-client privilege and (2) the highly sensitive and confidential
10 nature of the business information, draft contracts, contractual terms, and internal decision-
11 making processes contained in those exhibits. *See Hanson v. Wells Fargo Home Mortg., Inc.*,
12 No. C13-0939JLR, 2013 WL 5674997, at *3 (W.D. Wash. Oct. 17, 2013) (explaining that
13 "[c]ourts generally accept attorney-client privilege and the work-product-doctrine as a
14 'compelling reason' [(a higher standard not applicable to this non-dispositive motion)] justifying
15 a motion to seal"); ECF No. 324 at 5 (citing cases finding that good cause exists to seal
16 confidential financial information and contractual arrangements). The latter justification applies
17 to Exhibit 17 to the Rayhill Declaration which, while not privileged, contains highly confidential
18 draft contract terms and commentary on ongoing negotiations between Zuffa and an athlete.

19 Zuffa respectfully reiterates its request that that Exhibits 1-12, 17, and 19 to the Rayhill
20 Declaration and corresponding portions of Plaintiffs' Motion to Challenge Attorney-Client
21 Privilege (ECF No. 320) that have already been redacted publicly be permitted to be filed under
22 seal.

1 Dated: January 6, 2017

BOIES, SCHILLER & FLEXNER LLP

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3 By: /s/ Stacey K. Grigsby

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing **Zuffa, LLC'S Reply in Support of Its Motion to Seal Portions of Plaintiffs' Motion to Challenge Attorney-Client Privilege (ECF No. 320) And Related Exhibits** was served on January 6, 2017 via the Court's CM/ECF electronic filing system addressed to all parties on the e-service list.

/s/ Michael Kim

Michael Kim, an Employee of Boies,
Schiller & Flexner LLP